

SECTION V

FOREIGN FOR PROFIT CORPORATIONS

A. Application for a Certificate of Authority

No foreign corporation may transact business in the State of Indiana until it obtains a Certificate of Authority from the Secretary of State. The Indiana Business Corporation Law (BCL) defines what constitutes transacting business at Indiana Code 23-1-49-1(b). In general, activity that is largely interstate commerce or an isolated transaction is not considered to be transacting business in the State of Indiana. If there is a question regarding whether a corporation's activities constitute transacting business please contact the Corporations Division for assistance. **Note:** All out of state bidders on state (Indiana governmental unit) contracts doing business as a corporation must have a Certificate of Authority from the State of Indiana.

An Application for a Certificate of Authority may be ordered from the Corporations Division office. The following information must appear on the application:

1. The name of the foreign corporation, or if its name is unavailable for use in Indiana, a corporation name that satisfies the requirements of Indiana Code 23-1-49-6;
2. The name of the state or country under whose law the corporation is incorporated;
3. The date of incorporation and the period of duration of the corporation, as stated in the Articles of Incorporation;
4. The street address of corporation's principal office;
5. The address of its registered office in Indiana and the name of its registered agent at that office; and
6. The names and business addresses of its current officers and directors.

A foreign corporation must deliver with the completed application, in duplicate, a Certificate of Existence (or a document of similar import) duly authenticated by the Secretary of State, or the other state official having custody of corporate records in the state or country under whose law it is incorporated.

The filing fee for a Certificate of Authority is \$90.00.

B. Annual Report

Every foreign corporation having a Certificate of Authority to transact business in Indiana must file an annual report. The filing schedule and contents of the report are the same as for domestic for-profit corporations. Please refer to that section of this handbook.

C. Amendments to the Articles of Incorporation

A foreign corporation is no longer required to file certified copies of Articles of Amendment to its Articles of Incorporation with the Secretary of State. The BCL does not require the submission of a certified copy of a foreign corporation's Articles of Incorporation when obtaining a Certificate of Authority to transact business in Indiana.

D. Amended Certificate of Authority

The BCL requires a foreign corporation transacting business in the state to amend its Certificate of Authority if it changes:

1. Its corporate name;
2. The period of its duration; or
3. The state or country of its incorporation.

Please refer to Indiana Code 23-1-49.4. A corporation may file other amendments to its Certificate of Authority, if desired.

The filing fee is \$30.00

E. Application for a Certificate of Withdrawal

A foreign corporation desiring to terminate its authority to transact business in Indiana may do so by filing an Application for Certificate of Withdrawal. Please refer to Indiana Code 23-1-50-2. Such an application must contain the following information:

1. The name of the foreign corporation, the date and the name of the state or country under whose law it is incorporated;
2. A statement that it is not transacting business in Indiana and that it surrenders its authority to transact business in Indiana;
3. A statement that it revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as agent for service of process for any proceeding based on a cause of action arising during the time it was authorized to transact business in Indiana;
4. A mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State under this article; and
5. A commitment to notify the Secretary of State in the future of any change its mailing address. The Application for Certificate of Withdrawal may be obtained from the Corporations Division.

The filing fee is \$30.00

SECTION VI

FOREIGN NONPROFIT CORPORATIONS

Corporations formed under the nonprofit corporations laws of any other state or country, and desiring to transact business in Indiana, must file an application for certificate of authority. Forms for the application are available from the Corporations Division. The application should be filed in duplicate and signed by a current officer of the corporation. The filing fee for an application for certificate of authority is \$30.00. In addition, the application must be accompanied by an original certificate of existence (or good standing) issued within the past sixty (60) days by the corporation's domicile state.

The application for certificate of authority must include the following information:

1. The name of the foreign corporation or, if the corporation's name is unavailable for use in Indiana, a corporate name that satisfies the requirements of IC23-17-26-6 (see Section IV).
2. The name of the state or country under whose law the foreign corporation is incorporated.
3. The date of incorporation and period of duration. The period of duration should be set in the corporation's original articles of incorporation as either perpetual or for a specified term of years.
4. The street address of the foreign corporation's principal office.
5. The address of the foreign corporation's registered office in Indiana and the name of the foreign corporation's registered agent at that office.
6. The names and usual business addresses of the foreign corporation's current directors and officers.
7. Whether the foreign corporation has members.
8. Whether the corporation, if the foreign corporation had been incorporated in Indiana, would be a public benefit, mutual benefit, or religious corporation.

The corporation must file an application for amended certificate of authority if it changes any of the following:

1. The foreign corporation's corporate name.
2. The period of the foreign corporation's duration.
3. The state or country of the foreign corporation's incorporation.

The filing fee for application for amended certificate of authority is \$30.00 and forms are available from the Corporations Division.

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